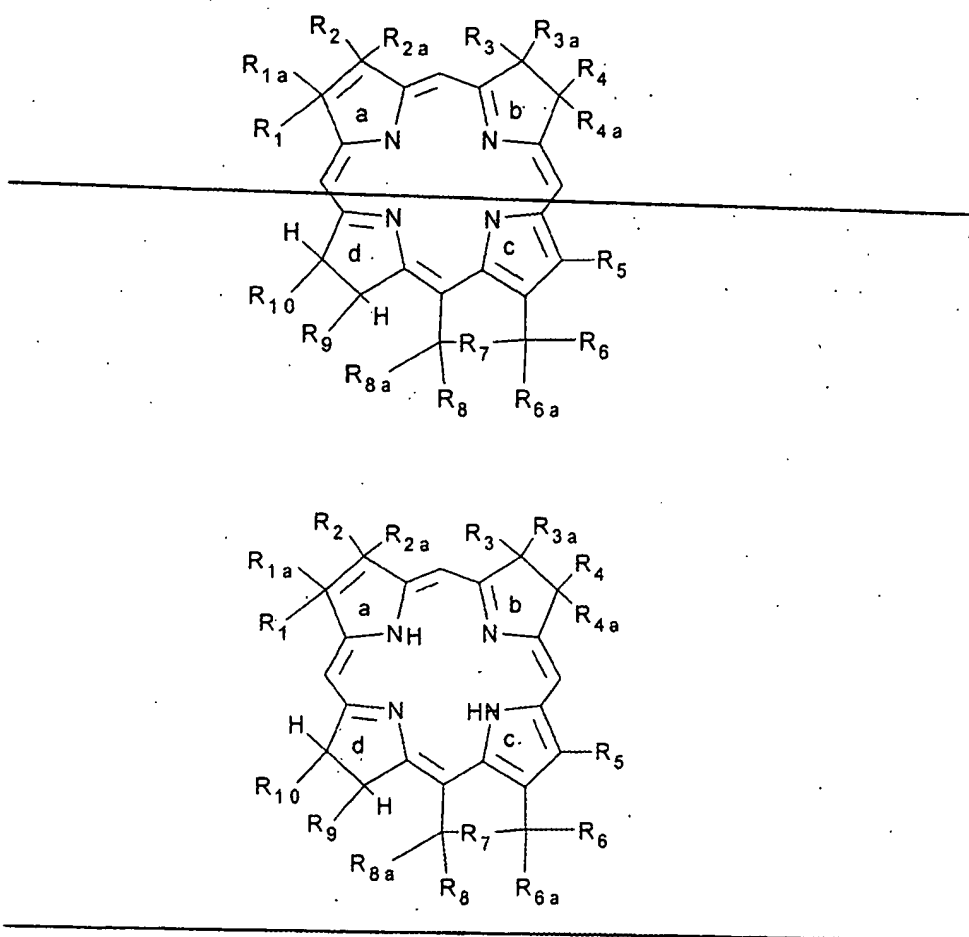


In The Claims

Please amend the claims as follows:

Claims 1-4 (cancelled)

1 Claim ~~1~~ (currently amended) A compound of the formula:

or a pharmaceutically acceptable derivative thereof, wherein:

R_1 and R_2 are each independently substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, $-C(O)R_a$ or $-COOR_a$ or $[-CH(CH_3)(OR)$ or $-CH(CH_3)(O(CH_2)_nXR)]$ $-CH(CH_3)(OR_a)$ or $-CH(CH_3)(O(CH_2)_nXR_a)$ where R_a is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, or substituted or unsubstituted cycloalkyl ~~where R_2 may be $-CH=CH_2$, $-CH(OR_{20})CH_3$, $-C(O)Me$, $-C(=NR_{21})CH_3$ or $-CH(NHR_{21})CH_3$;~~ where R_2 may be $-CH=CH_2$, $-CH(OR_{20})CH_3$, $-C(O)Me$, $-C(=NR_{21})CH_3$ or $-CH(NHR_{21})CH_3$

where X is an aryl or heteroaryl group;

n is an integer of 0 to 6;

~~—~~ R and R'

where R_{20} is methyl, butyl, heptyl, dodecyl or 3,5-bis(trifluoromethyl)-benzyl; and

R_{21} is 3,5-bis(trifluoromethyl)benzyl;

R_{1a} and R_{2a} are each independently hydrogen or substituted or unsubstituted alkyl, or together form a covalent bond;

R_3 and R_4 are each independently hydrogen or substituted or unsubstituted alkyl;

R_{3a} and R_{4a} are each independently hydrogen or substituted or unsubstituted alkyl, or together form a covalent bond;

R_5 is hydrogen or substituted or unsubstituted alkyl;

R_6 and R_{6a} are each independently hydrogen or substituted or unsubstituted alkyl, or together form $=O$;

R_7 is a covalent bond, alkylene, azaalkyl, or azaaraalkyl or $=NR_{20}$ where R_{20} is 3,5-bis(tri-fluoromethyl)benzyl or $-CH_2X-R^1$ or $-YR^1$ where Y is an aryl or heteroaryl group;

R_8 and R_{8a} are each independently hydrogen or substituted or unsubstituted alkyl or together form $=O$;

R_9 and R_{10} are each independently hydrogen, or substituted or unsubstituted alkyl and R_9 may be $-CH_2CH_2COOR^2$ where R^2 is an alkyl group that may optionally substituted with one or more fluorine atoms;

each of R_1 - R_{10} , when substituted, is substituted with one or more substituents each independently selected from Q, where Q is alkyl, haloalkyl, halo, pseudohalo, or $-COOR_b$ where R_b is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, heteroaryl, araalkyl, or OR_c where R_c is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl or $CONR_dR_e$ where R_d and R_e are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or NR_fR_g where R_f and R_g are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or $=NR_h$ where R_h is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or is an amino acid residue;

each Q is independently unsubstituted or is substituted with one or more substituents each independently selected from Q_1 , where Q_1 is alkyl, haloalkyl, halo, pseudohalo, or $-COOR_b$ where R_b is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, heteroaryl, araalkyl, or OR_c where R_c is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl or $CONR_dR_e$ where R_d and R_e are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or NR_fR_g where R_f and R_g are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or $=NR_h$ where R_h is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or is an amino acid residue. ;

with the proviso that the compound contains at least one fluorine atom in at least one 3,5-bis(trifluoromethyl)benzyl group or in at least one R, R¹, or R² group.

Claims 6-7 (cancelled)

Claim ~~8~~² (previously presented). The compound of claim ~~8~~¹ wherein:

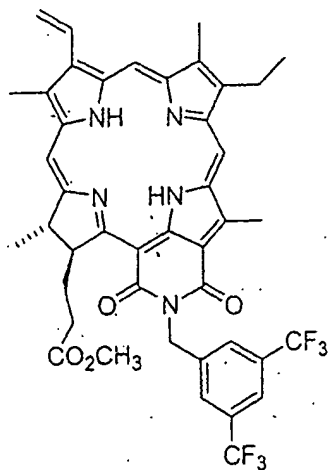
- R₁ is methyl;
- R_{1a} and R_{2a} together form a covalent bond;
- R₃ is methyl;
- R₄ is ethyl;
- R_{3a} and R_{4a} are each independently hydrogen, or together form a covalent bond;
- R₅ is methyl;
- R₉ is CH₂CH₂COOH or CH₂CH₂COOMe;
- R₁₀ is methyl.

Claim ~~9~~³ (previously presented) The compound of claim ~~9~~¹, wherein:

- R₂ is CH=CH₂, CH(OR₂₀)CH₃, C(O)Me, C(=NR₂₁)CH₃ or CH(NHR₂₁)CH₃;
- where R₂₀ is methyl, butyl, heptyl, dodecyl or 3,5-bis(trifluoromethyl)-benzyl; and
- R₂₁ is 3,5-bis(trifluoromethyl)benzyl.

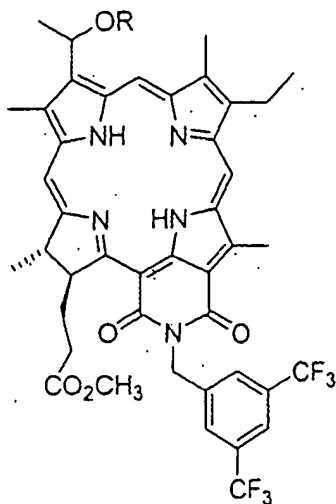
Claim 10 (cancelled)

⁴
Claim ~~11~~ (previously presented) The compound of claim ~~8~~¹ having the formula:



or a pharmaceutically acceptable derivative thereof.

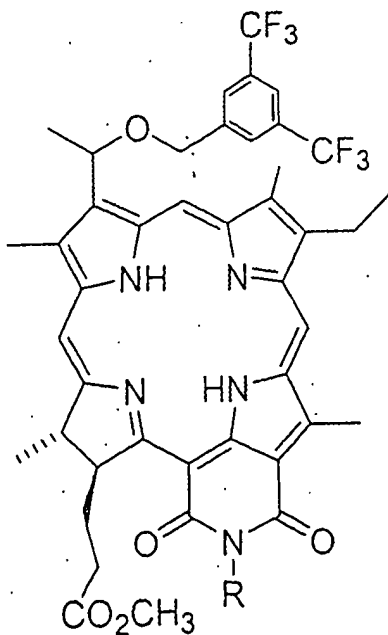
⁵ Claim ~~12~~ (previously presented) The compound of claim ¹ ~~1~~ having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

R is methyl, butyl, heptyl or dodecyl.

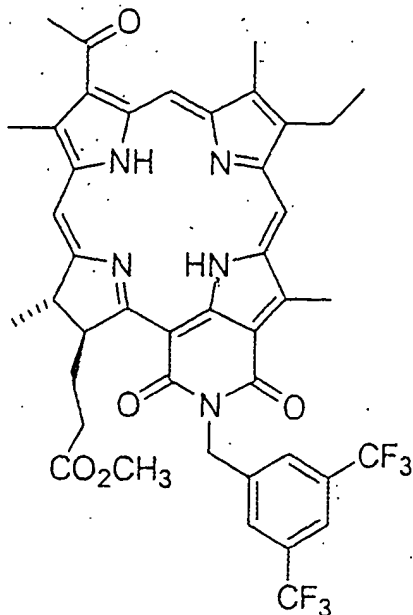
⁶ Claim ~~13~~ (previously presented) The compound of claim ¹ ~~1~~ having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

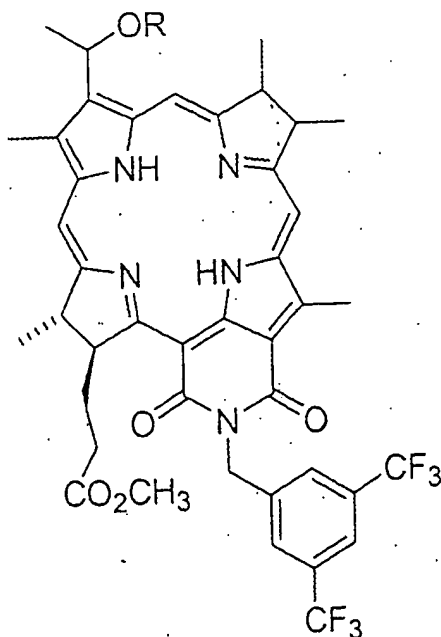
R is methyl, butyl, heptyl or dodecyl.

⁷
 Claim ~~14~~ (previously presented) The compound of claim ~~1~~ having the formula:



or a pharmaceutically acceptable derivative thereof.

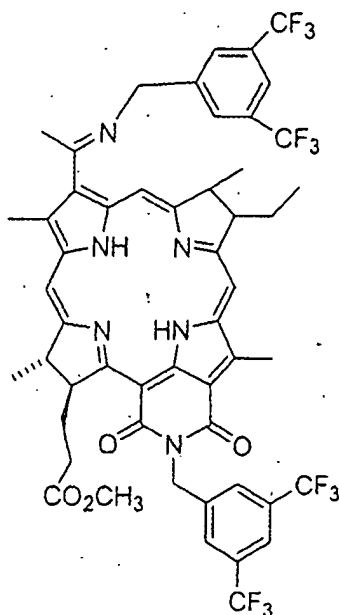
⁸
 Claim ~~15~~ (previously presented) The compound of claim ~~1~~ having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

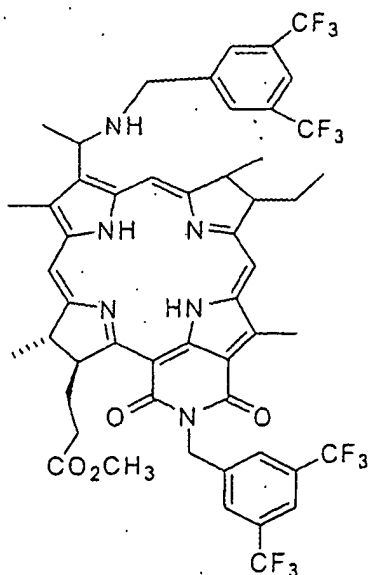
R is methyl, butyl, heptyl or dodecyl.

9
 Claim ~~16~~ (previously presented) The compound of claim ~~1~~ having the formula:



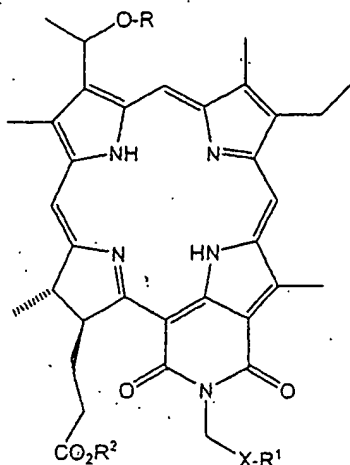
or a pharmaceutically acceptable derivative thereof.

10
 Claim ~~17~~ (previously presented) The compound of claim ~~7~~ having the formula:



or a pharmaceutically acceptable derivative thereof.

11 1
 Claim 18 (previously presented) The compound of claim 1 having the formula:



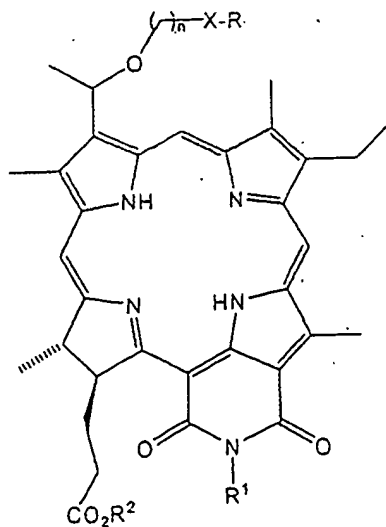
or a pharmaceutically acceptable derivative thereof, wherein:

X is an aryl or heteroaryl group;

R and R¹ are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R¹ is substituted with at least one fluorine atom; and

R² is an alkyl group, optionally substituted with one or more fluorine atoms.

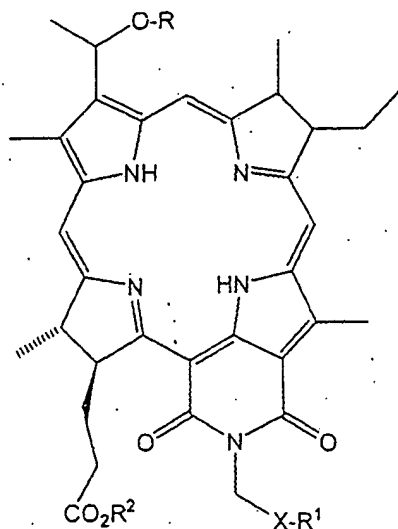
12 1
 Claim 19 (previously presented) The compound of claim 1 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

- X is an aryl or heteroaryl group;
- n is an integer from 0 to 6;
- R and R¹ are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R¹ is substituted with at least one fluorine atom; and
- R² is an alkyl group, optionally substituted with one or more fluorine atoms.

¹³
 Claim ~~26~~ (previously presented) The compound of claim ¹~~3~~ having the formula



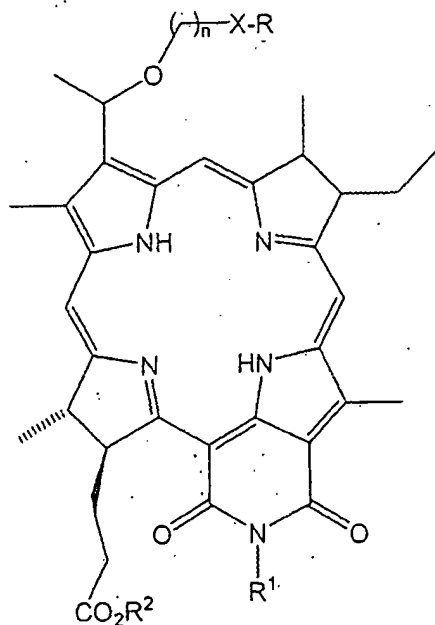
or a pharmaceutically acceptable derivative thereof, wherein:

X is an aryl or heteroaryl group;

R and R¹ are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R¹ is substituted with at least one fluorine atom; and

R² is an alkyl group, optionally substituted with one or more fluorine atoms.

¹⁴ Claim ~~21~~ (previously presented) The compound of claim ¹ ~~1~~ having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

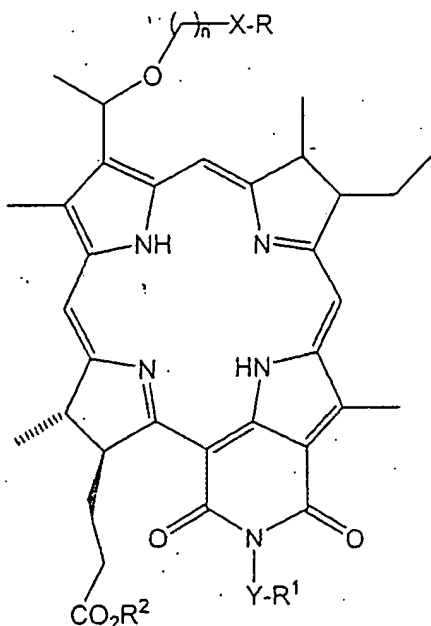
X is an aryl or heteroaryl group;

n is an integer from 0 to 6;

R and R¹ are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R¹ is substituted with at least one fluorine atom; and

R² is an alkyl group, optionally substituted with one or more fluorine atoms.

15



X and Y are each independently an aryl or heteroaryl group;

R and R¹ are each independently alkyl, aryl, or heteroaryl groups

having 1 – 20 carbon atoms, wherein at least one of R and R¹ is substituted with at least one fluorine atom; and

R^2 is an alkyl group, optionally substituted with one or more fluorine atoms. **1b**

Claim ~~28~~ (previously presented)

A pharmaceutical composition, comprising a compound of claim 1 or a pharmaceutically acceptable derivative thereof in a pharmaceutically acceptable carrier.

Claims 24-121 (cancelled)

¹⁷
Claim ~~122~~ (previously presented) The compound of claim ¹⁰~~17~~ or a pharmaceutically acceptable derivative thereof when used for the detection or treatment or both of hyperproliferative tissue.

¹⁸
Claim ~~123~~ (previously presented) The compound of claim ¹¹~~18~~ or a pharmaceutically acceptable derivative thereof when used for the detection or treatment or both of hyperproliferative tissue.

¹⁹
Claim ~~124~~ (previously presented) The compound of claim ¹²~~19~~ or a pharmaceutically acceptable derivative thereof when used for the detection or treatment or both of hyperproliferative tissue.